



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

8736-14
RECORDATION NO. 8736-14
MAY 15 1992 - 2 50 PM
FILED 1425

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number
(804) 629-2818

INTERSTATE COMMERCE COMMISSION

2-136A020

May 12, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of April 24, 1992. The primary document to which this is connected is recorded under Recordation No. 8736.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Manufacturers Hanover Trust Company
450 West 33rd Street
New York, NY 10001

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document generally described as follows:

| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Railroad's Road Numbers (both inclusive)</u> |
|------------------------|----------------------------|-------------------|---|
| 295 | 70-ton RUF Box Cars | XM | 530205-530499 |
| 200 | 100-ton EOC Box Cars | XL | 556000-556199 |
| 175 | Woodchip Hopper Cars | HTS | 134325-134499 |

MAY 15 2 42 PM '92
MAJOR OPERATING UNIT

8 MP-15 Diesel-Electric B-B 2348-2355
 Locomotives

A fee of \$16.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated April 24, 1992, to terminate Equipment Trust Agreement with Recordation No. 8736, dated March 15, 1977, and originally covering 175 woodchip hopper cars numbered 134325-134499, 295 box cars numbered 530205-530499, 200 box cars numbered 556000-556199, and 8 diesel-electric locomotives numbered 2348-2355, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

5/15/92

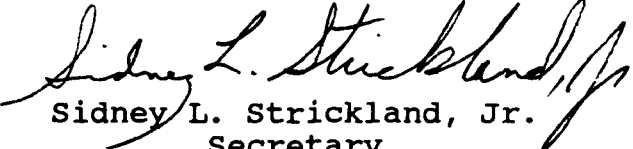
OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/92 at 2:50pm , and assigned recordation number(s). 8736-N

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 2 of 1977

8736-N
MAY 15 1992 -2 50 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of March 15, 1977, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 2 of 1977 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal attested by one of its Assistant Secretaries, this 24th day of April, 1992. ~~Secretaries~~
Vice Presidents

MANUFACTURERS HANOVER TRUST COMPANY

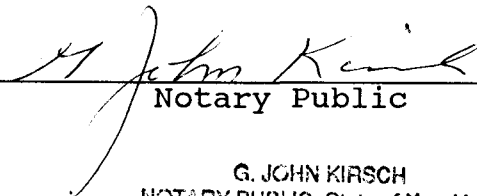
By: JK Knight
Title: Assistant Vice President

ATTEST:

Alex G. Bremer
~~Assistant Secretary~~
Assistant Vice President

STATE OF)
COUNTY OF)

On this 24th day of April, 1992, before me,
a Notary Public, personally appeared **J. C. KNIGHT**,
to me personally known, who, being by me duly sworn, says he is a
ASST. VICE PRESIDENT of Manufacturers Hanover Trust
Company, that the seal affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors, and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.


Notary Public

My commission expires:

G. JOHN KIRSCH
NOTARY PUBLIC, State of New York
No. 4964963
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires April 16, 1994